

MAR 2 4 1997

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF COLORADO

DIV. OF OIL, GAS & MINING

CHAPTER 11 In re: Case No. 95-11642 CEM CSI ENTERPRISES, INC., Case No. 95-11645 CEM ENERGY FUELS, LTD., Case No. 95-11648 CEM OREN LEE BENTON, Case No. 95-11649 CEM ENERGY FUELS EXPLORATION CO., Case No. 95-11651 CEM NUEXCO TRADING CORPORATION, Case No. 96-19882 CEM ENERGY FUELS MINING JOINT YENTURE, (Jointly Administered Debtors. under Case No. 95-11642 CEM)

NOTICE PURSUANT TO RULE 202 OF MOTION FOR AUTHORIZATION TO SELL ASSETS PURSUANT TO 11 U.S.C. §363(b) and (f)

TO OLB RESTRUCTURING COMPANY, LLC

TO ALL PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that the Debtors herein have filed a Motion For Authorization to Sell Assets Pursuant to 11 U.S.C. §363(b) and (f) to OLB Restructuring Company, LLC ("Application"). A copy of the Application, with a copy of the Asset Purchase Agreement and Schedules, is attached hereto as Exhibit 1.

The Application seeks approval of a sale of a substantial portion of the Debtors assets for a purchase price of \$110,000,000. The purchaser, OLB Restructuring Company, LLC ("OLBRC"), is associated with Oren L. Benton, the individual debtor in these jointly administered estates. The sale to OLBRC is conditioned on closing the sale prior to confirmation of the Modified First Amended Plan Of Reorganization For The Jointly Administered Debtors (the "Plan"). The Plan was filed by the Official Joint Creditors' Committee, as proponent, and Oren L. Benton, as co-proponent, on February 21, 1997. The Debtors' believe that the sale anticipated by the Application could be consummated without modification to the Plan.

You should have previously received a copy of the Modified First Amended Disclosure Statement (the "Disclosure Statement"). The offer which now is the subject of this Application is discussed in Section III, B on page 27-28 of the Disclosure Statement.

The Court in a Scheduling Order dated February 24, 1997, set a confirmation hearing for April 8, 1997 if there are no objections requiring an evidentiary hearing to the confirmation of the Plan. The Court has now set this Application for hearing on April 8, 1997, at the same time as the confirmation hearing.

Pursuant to Rule 202 of the Local Rules of Bankruptcy Procedure, if you desire to oppose the Application, you must file a written objection and request a hearing with the Court on or before April 7, 1997, and serve a copy thereof on the undersigned counsel. Objections and requests for hearing shall clearly specify the grounds upon which they are based, including the citation of supporting legal authority, if any. General objections or requests for hearings will not be considered by the Court.

The Court has set a hearing on the Application, and any objections to it, for a hearing on April 8, 1997, at 9:30 a.m. in Courtroom C, 721 Nineteenth Street, Denver, Colorado 80202, which as stated above coincides with the confirmation hearing on the Plan.

In the absence of a timely and substantiated objection and request for hearing by an interested party, the Court may approve or grant the Application without any further notice to creditors or other interested parties.

Dated this 15th-day of March, 1997.

LINDQUIST, VENNUM & CHRISTENSEN P.L.L.P.

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